

FILED EFFECTIVE

**AMENDED AND RESTATED
CERTIFICATE OF ORGANIZATION
OF BOISE SENIOR 202 GP LLC**

2011 MAR 28 AM 9:43
SECRETARY OF STATE
IDAHO

The undersigned, being duly authorized to execute and file this Amended and Restated Certificate of Organization for record with the Idaho Secretary of State, hereby certifies that:

- FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is "BOISE SENIOR 202 GP LLC".
- SECOND: The name and address of the registered agent of the Company to be used for service of process and all future mailings, including annual reports is:

Corporation Service Company
12550 W. Explorer Dr. #100
Boise, Idaho 83713

- THIRD: The name and address of the member and manager of the Company is:

Mercy Housing Northwest-Idaho, Inc.
540 North Eagle Road, #117
Eagle, Idaho 83616

- FOURTH: Management of the Company is vested in one or more managers.

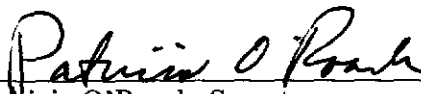
- FIFTH: To the fullest extent permitted under Idaho law, a manager shall not be personally liable to the Company or its members for conduct as a manager of the Company.

- SIXTH: To the fullest extent permitted under Idaho law, the Company shall indemnify a manager against all liability, damage, or expense resulting from the fact that such manager was acting in its capacity as a manager of the Company.

BY WITNESS WHEREOF, I have signed this Certificate of Organization and acknowledged the name to be my act this 28th day of February, 2011.

SOLE MEMBER:

Mercy Housing Northwest-Idaho, Inc.
An Idaho nonprofit corporation


Patricia O'Roark, Secretary

IDAHO SECRETARY OF STATE
03/28/2011 05:00
CK: 81116 CT: 62987 BH: 1266247
1 @ 30.00 = 30.00 ORGAN AMEN # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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